

EXHIBIT D

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE: §
§
TEXANS CUSO INSURANCE GROUP, LLC, § **CASE NO. 09-35981-11**
§
§
Debtor. §

**INTERIM ORDER AUTHORIZING THE EMPLOYMENT OF
ROCHELLE McCULLOUGH, LLP AS COUNSEL FOR DEBTORS**

The Court, having considered the application to employ counsel by Texans CUSO Insurance Group, LLC, a Texas Limited Liability Company (“Debtor”), the declaration of Scott M. DeWolf submitted in support thereof, and it appearing that the law firm of Rochelle McCullough, LLP, its members and associates, do not represent any other entity having an adverse interest in connection with this case, and do not hold any interest adverse to the interests

**ORDER GRANTING APPLICATION FOR ORDER AUTHORIZING THE
EMPLOYMENT OF McCULLOUGH, LLP AS COUNSEL FOR DEBTORS**

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represented by the estates, and that the employment of said law firm by the Debtors in these cases is in the best interest of the estates, and it appearing that notice of the application has been given to the Office of the United States Trustee, and that no other or further notice need be given, it is:

ORDERED that the Application is granted; it is further

ORDERED that the Debtors be and are authorized, on an interim basis, to employ the law firm of Rochelle McCullough, LLP as counsel upon the terms and conditions set forth in the application, effective as of September 5, 2009; it is further

ORDERED that within two (2) business days of the entry of this Interim Order, the Debtors shall serve the Interim Order on all parties entitled to notice in this Bankruptcy Case; it is further

ORDERED that Rochelle McCullough, LLP shall be compensated on such terms and conditions as set forth in the Application, subject to interim and final approval pursuant to the provisions of 11 U.S.C. §§ 330 and 331 and applicable rules of the Federal Rules of Bankruptcy Procedure, and further subject to such other procedures as may be approved by order of this Court; it is further

ORDERED that Rochelle McCullough, LLP shall be reimbursed for all actual, necessary out-of-pocket expenses incurred in connection with its representation of the Debtors, subject to interim and final approval pursuant to the provisions of 11 U.S.C. §§ 330 and 331 and applicable rules of the Federal Rules of Bankruptcy Procedure, and further subject to such other procedures as may be approved by order of this Court; it is further

ORDERED that, in the absence of the filing and service of an objection to the

Application and/or this Interim Order on or before twenty-three (23) days from the date of the Debtors' service of this Interim Order, this Interim Order shall become a Final Order without further notice or hearing, at which time the Debtors' authorization to employ Rochelle McCullough, LLP, as set forth above, shall likewise be deemed to be on a final basis.

END OF ORDER

Order Submitted By:

Michael R. Rochelle
State Bar No. 17126700
Scott M. DeWolf
State Bar No. 24009990
ROCHELLE MCCULLOUGH LLP
325 N. St. Paul, Suite 4500
Dallas, Texas 75201
(214) 953-0182
(214) 953-0185

**PROPOSED ATTORNEYS FOR THE DEBTOR
AND DEBTOR IN POSSESSION**